



CORPORATION SERVICE COMPANY

RECORDATION NO. 24534-D FILED

MAY 16 '07

2-38 PM

SURFACE TRANSPORTATION BOARD



May 15, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 895340/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 05/25/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$35.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

NRG Power Marketing Inc.
211 Carnegie Center
Princeton, NJ 08540

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Thank you for your assistance in this matter.

Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28th day of March, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and NRG POWER MARKETING INC. a Delaware corporation, with an address at 211 Carnegie Center, Princeton, NJ 08540 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 25, 2003, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on July 31, 2003 as Recordation Number 24538.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Annex A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: JM Keasling
Name: JM KEASLING
Title: SVP - Leasing

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

NRG POWER MARKETING INC.

By: Kevin T. Howell
Name: Kevin T. Howell
Title: Chairman, President and CEO
NRG Power Marketing Inc.

3/28/2007

Schedule A

Number of Cars *

Equipment Description

123

4,520 C.F. aluminum coal gondola

1	NCUX	10811	53	NCUX	11667	105	NCUX	12184
2	NCUX	10815	54	NCUX	11670	106	NCUX	12196
3	NCUX	10819	55	NCUX	11671	107	NCUX	12202
4	NCUX	10824	56	NCUX	11672	108	NCUX	12205
5	NCUX	11268	57	NCUX	11683	109	NCUX	12216
6	NCUX	11274	58	NCUX	11684	110	NCUX	12224
7	NCUX	11278	59	NCUX	11696	111	NCUX	12230
8	NCUX	11293	60	NCUX	11699	112	NCUX	12240
9	NCUX	11330	61	NCUX	11707	113	NCUX	12246
10	NCUX	11333	62	NCUX	11709	114	NCUX	12249
11	NCUX	11346	63	NCUX	11711	115	NCUX	12252
12	NCUX	11349	64	NCUX	11713	116	NCUX	12253
13	NCUX	11359	65	NCUX	11716	117	NCUX	12263
14	NCUX	11380	66	NCUX	11718	118	NCUX	12265
15	NCUX	11381	67	NCUX	11723	119	NCUX	12277
16	NCUX	11387	68	NCUX	11727	120	NCUX	12278
17	NCUX	11390	69	NCUX	11735	121	NCUX	12284
18	NCUX	11408	70	NCUX	11738	122	NCUX	12285
19	NCUX	11414	71	NCUX	11739	123	NCUX	12293
20	NCUX	11437	72	NCUX	11747			
21	NCUX	11439	73	NCUX	11748			
22	NCUX	11441	74	NCUX	11750			
23	NCUX	11464	75	NCUX	11752			
24	NCUX	11473	76	NCUX	11754			
25	NCUX	11479	77	NCUX	11763			
26	NCUX	11505	78	NCUX	11766			
27	NCUX	11577	79	NCUX	11767			
28	NCUX	11578	80	NCUX	11768			
29	NCUX	11579	81	NCUX	11772			
30	NCUX	11583	82	NCUX	11775			
31	NCUX	11585	83	NCUX	11776			
32	NCUX	11587	84	NCUX	11778			
33	NCUX	11591	85	NCUX	11789			
34	NCUX	11592	86	NCUX	11797			
35	NCUX	11597	87	NCUX	11802			
36	NCUX	11611	88	NCUX	11806			
37	NCUX	11617	89	NCUX	11812			
38	NCUX	11623	90	NCUX	11813			
39	NCUX	11629	91	NCUX	12056			
40	NCUX	11630	92	NCUX	12058			
41	NCUX	11631	93	NCUX	12061			
42	NCUX	11634	94	NCUX	12065			
43	NCUX	11638	95	NCUX	12067			
44	NCUX	11641	96	NCUX	12081			
45	NCUX	11643	97	NCUX	12106			
46	NCUX	11645	98	NCUX	12128			
47	NCUX	11646	99	NCUX	12142			
48	NCUX	11654	100	NCUX	12152			
49	NCUX	11656	101	NCUX	12153			
50	NCUX	11657	102	NCUX	12161			
51	NCUX	11658	103	NCUX	12163			
52	NCUX	11665	104	NCUX	12180			